

DESCRIPTION OF PRO FORMA ASSIGNMENT AND PUBLIC INTEREST STATEMENT

Pursuant to Section 1.948(c)(1) of the Commission's rules,¹ WWC Holding Co., Inc. ("WWC") requests Commission consent to the pro forma assignment of the cellular, personal communications service ("PCS"), microwave, and industrial/business pool licenses identified in Attachment A (the "Licenses") to Southern Minnesota, LLC ("Southern Minnesota"). Both WWC and Southern Minnesota are wholly-owned subsidiaries of ALLTEL Corporation. ("ALLTEL").² As discussed below, this pro forma assignment is the second step in a three-step process necessary to effectuate a larger transaction in which control of the Licenses will be transferred from ALLTEL to Cingular Wireless Corporation ("Cingular").

To effectuate the sale of the Licenses to Cingular, multiple applications are being filed in quick succession in three steps. In the first step, pursuant to the Commission's pro forma forbearance procedures, WWC partitioned and/or disaggregated certain of its PCS licenses covering various counties in Southern Minnesota and obtained new call signs for the partitioned and/or disaggregated spectrum.³ In the second step, ALLTEL is filing two applications seeking Commission consent to assign the Licenses on a pro forma basis to Southern Minnesota. Specifically, ALLTEL is filing this application to assign on a pro forma basis the Licenses from WWC to Southern Minnesota. ALLTEL also is filing an application to assign on a pro forma basis a single cellular license (call sign WPSJ612) from Great Western Cellular Holdings, L.L.C. ("Great Western") to Southern Minnesota.⁴ In the third step, ALLTEL and Cingular are filing an application seeking Commission consent to transfer control of Southern Minnesota to Cingular. The second and third step applications are being filed concurrently. Upon Commission approval and the satisfaction of other contractual conditions, the parties intend to consummate steps two and three in quick succession.

¹ 47 C.F.R. § 1.948(c)(1). WWC does not seek treatment under the Commission's forbearance procedures for the assignment of Licenses to Southern Minnesota, although some Licenses otherwise would qualify for after-the fact notification. As further discussed herein, the assignment of the Licenses is the second step of a larger three-step transaction. Forbearance treatment is not sought because the step-two pro forma assignment of the Licenses will be consummated immediately prior to the consummation of the third-step application.

² ALLTEL, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications company and the parent holding company of WWC and ALLTEL Communications, Inc. ("ACI"). Southern Minnesota is a wholly-owned subsidiary of ACI.

³ See FCC File No. 0002638680.

⁴ An application seeking Commission consent to transfer control of Great Western to WWC is pending. See FCC File No. 0002532959. Accordingly, ALLTEL currently does not control Great Western. ALLTEL and Cingular intend for control of Great Western's cellular license to be transferred to Cingular once ALLTEL acquires control of the license. The application seeking consent to assign Great Western's license to Southern Minnesota therefore assumes, and it contingent upon, the Commission's approval of the pending application to transfer control of Great Western to WWC.

Because ALLTEL, through Southern Minnesota, will continue to control the Licenses, this assignment is pro forma. The Commission has previously stated that “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁵ Accordingly, the instant non-substantial, pro forma assignment is presumptively in the public interest.

⁵ See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998).

ATTACHMENT A
LICENSES TO BE ASSIGNED TO SOUTHERN MINNESOTA, LLC

CMRS Licenses

Call Sign	Service Type	Market	Block	Counties	MHz
KNKQ432	Cellular	Minnesota 7 – Chippewa RSA (CMA488)	A	Chippewa Kandiyohi McLeod Meeker Nicollet Renville Sibley	25
KNKN450	Cellular	Minnesota 8 – Lac qui Parle RSA (CMA489)	A	Lac qui Parle Lincoln Lyon Redwood Yellow Medicine	25
KNKN282	Cellular	Minnesota 9 – Pipestone RSA (CMA490)	A	Brown Cottonwood Jackson Martin Murray Nobles Pipestone Rock Watsonwan	25
KNKN572	Cellular	Minnesota 10 – Le Sueur RSA (CMA491)	A	Blue Earth Faribault Freeborn LeSueur Rice Steele Waseca	25
WQFA859	PCS	Wilmar-Marshall, MN (BTA477)	E	Chippewa Kandiyohi Lincoln Lyon Renville Yellow Medicine	5
WQFA856	PCS	Watertown, SD (BTA464)	D	Lac qui Parle	10
WQFA857	PCS	Watertown, SD (BTA464)	F	Lac qui Parle	10
WQFA858	PCS	Worthington, MN (BTA481)	F	Cottonwood Murray Pipestone	10

Microwave and Industrial/Business Pool Licenses

Call Sign	Service Type	Market
WMS895	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI854	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI855	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI856	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI857	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI858	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI859	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI860	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI861	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI862	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI863	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPUL459	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPYM519	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WMR728	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WPQT290	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WMR721	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR723	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR724	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR725	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR726	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR727	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPNH402	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPWI986	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMK807	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WMK811	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUQ768	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUR520	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPOT756	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA
WPOT757	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA